

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

DEVON CONVENIENCE HOLDINGS,
INC., et al.

Case No. 00-4297 (PJW)

Chapter 11

Jointly Administered

Objection Due By: July 30, 2001 at 4:00 p.m.

Hearing Date: Hearing will be held only if necessary

NOTICE OF FILING OF FEE APPLICATION

TO: United States Trustee
Counsel for the Official
Committee of Unsecured Creditors

Parties Requesting Notice Pursuant
to Bankruptcy Rule 2002

Pachulski, Stang, Ziehl, Young & Jones P.C., counsel to the Official Committee of Unsecured Creditors in the above-captioned cases (the "Committee"), has filed the Fourth Monthly Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Committee for the Period From April 1, 2001 through April 30, 2001, seeking fees in the amount of \$27,314.50 and expenses in the amount of \$5,352.89 (the "Application").

Objections or responses to the Application, if any, must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, on or before July 30, 2001, at 4:00 p.m. Eastern Daylight Time.

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) Counsel to the Committee: Laura Davis Jones, Esquire, Pachulski,

478

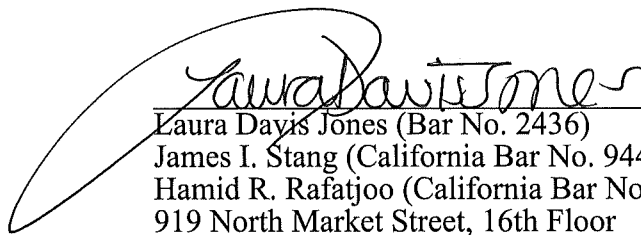
Stang, Ziehl, Young & Jones P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705; (ii) Counsel to Devon Convenience Holdings, Inc. et al.: Perry L. Landsberg, Esquire, Sidley & Austin 555 West Fifth Street, Suite 4000, Los Angeles, California 90013; and Joel Waite, Esquire, Young Conaway, Stargatt & Taylor, The Wilmington Trust Center P.O. Box 391, Wilmington, Delaware 19899-0391; and (iii) U.S. Trustee: Richard L. Schepacarter, Esquire, 601 Walnut Street, Curtis Center, Suite 950 West, Philadelphia, Pennsylvania 19106.

A HEARING ON THE APPLICATION WILL BE HELD ONLY IF
OBJECTIONS OR RESPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS
NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION
WITHOUT FURTHER NOTICE OR HEARING.

Wilmington, Delaware
Dated: July 9, 2001

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



Laura Davis Jones (Bar No. 2436)
James I. Stang (California Bar No. 94435)
Hamid R. Rafatjoo (California Bar No. 181564)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Attorneys for the Official Committee of Unsecured
Creditors

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

DEVON CONVENIENCE HOLDINGS,
INC., et al.

Case No. 00-4297 (PJW)

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Objection Due By: July 30, 2001 at 4:00 p.m.

Hearing Date: Hearing will be held only if necessary

**FOURTH MONTHLY APPLICATION OF PACHULSKI, STANG, ZIEHL,
YOUNG & JONES P.C. FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM APRIL 1, 2001 THROUGH APRIL 30, 2001**

Name of Applicant: Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J").

Authorized to Provide Professional Services to: The Official Committee of

Unsecured Creditors.

Date of Retention: April 11, 2001.

Period for which Compensation and Reimbursement is Sought: April 1, 2001

through April 30, 2001.

Amount of Compensation Sought as Actual, Reasonable and Necessary:

\$27,314.50.

Amount of Expense Reimbursement Sought as Actual, Reasonable, and

Necessary: \$5,352.89.

This is a: xx monthly __ interim __ final application.

The total time expended for fee application preparation is approximately 6.5 hours

and the corresponding compensation requested is approximately \$2,500.¹

¹ The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in PSZY&J's subsequent fee applications.

Prior Applications Filed:

<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees</u>	<u>Requested Expenses</u>	<u>Approved Fees</u>	<u>Approved Expenses</u>
5/3/01	1/10/01-1/31/01	\$21,022.00	\$1,113.09	\$16,817.60	\$1,113.09
5/8/01	2/1/01 – 2/28/01	\$23,748.50	\$5,488.22	\$18,998.80	\$5,488.22
6/7/01	3/1/01 – 3/31/01	\$14,813.00	\$4,010.97	Pending	Pending

Name of Professional Individual	Position, year assumed, prior relevant experience, year of obtaining relevant license to practice, area of expertise	Hourly Billing Rate (Including Changes)	Total Hours Billed²	Total Compensation
James I. Stang	Shareholder 1983; Member of CA Bar since 1980	\$470.00	12.90	\$ 6,063.00
Laura Davis Jones	Shareholder 2000; Joined Firm 2000; Member of DE Bar since 1986	\$455.00	1.10	\$ 500.50
Ira D. Kharasch	Shareholder 1987; Member of CA Bar since 1982	\$445.00	.60	\$ 267.00
Hamid R. Rafatjoo	Associate 2000; Member of CA Bar since 1995	\$295.00	64.80	\$19,116.00
Peter J. Duhig	Associate 2000; Member of DE Bar since 2001	\$195.00	1.00	\$ 195.00
Karina K. Yee	Paralegal since 1996	\$115.00	8.70	\$ 1,000.50
Cheryl A. Knotts	Paralegal since 2000	\$105.00	.50	\$ 52.50
Christine F. Sentman	Case Management Assistant 2000	\$ 30.00	4.00	\$ 120.00

Grand Total \$27,314.50

Blended Rate \$291.82

² Some professional time that was spent during the Interim Period will be reflected in a subsequent application, and some professional time that was spent during a period prior to the Interim Period will be reflected in this Application.

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
Asset Analysis/Recovery	.40	\$ 118.00
Asset Disposition	1.60	\$ 507.00
Case Administration	38.90	\$9,838.00
Claims Administrations/Objections	6.60	\$2,262.00
Compensation of Professionals	13.80	\$3,688.00
Executory Contracts	.80	\$ 236.00
Financial Filings	1.00	\$ 241.00
Financing	5.20	\$1,636.00
Operations	24.10	\$8,544.50
Retention of Professionals	1.20	\$ 244.00

EXPENSE SUMMARY

Expense Category	Service Provider ³ (If Applicable)	Total Expenses
Facsimile (\$1.00/page outgoing faxes only)		\$ 128.00
Reproduction (\$.15/page)		\$ 597.35
Express Mail	Federal Express	\$ 27.66
Delivery/Courier Service	Parcels, Inc.	\$ 106.84
Conference Call	AT&T	\$ 581.14
Postage	U.S. Mail	\$ 30.95
Travel Expense	Amazing Destination	\$2,671.00
Hotel Expense	Hotel DuPont	\$1,191.54
Working Meals	Johnnie's	\$ 18.41

³ PSZY&J may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

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**FOURTH MONTHLY APPLICATION OF PACHULSKI, STANG, ZIEHL,
YOUNG & JONES P.C. FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM APRIL 1, 2001 THROUGH APRIL 30, 2001**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Court’s Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered January 2, 2001 (the “Administrative Order”), Pachulski, Stang, Ziehl, Young & Jones P.C. (“PSZY&J”) hereby files this Fourth Monthly Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Committee for the Period from April 1, 2001 through April 30, 2001 (the “Application”). By this Application, PSZY&J seeks a monthly interim allowance of compensation in the amount of \$27,314.50 and reimbursement of actual and necessary expenses in the amount of \$5,352.89 for a total of \$32,667.39 for the period April 1, 2001 through April 30, 2001 (the “Interim Period”). In support of this Application, PSZY&J respectfully represents as follows:

Background

1. On November 20, 2000 (the “Petition Date”), Devon Convenience Holdings, Inc., Duke and Long Distributing Company, Inc., and Duke and Long General P, Inc. (collectively, the “Debtors”) filed separate voluntary petitions for relief under chapter 11 of the Bankruptcy Code with this Court. Debtors have been operating their businesses and managing their properties as debtors in possession pursuant to Sections 1107 (a) and 1108 of the Bankruptcy Code.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
3. On November 28, 2000, the Court entered its order that Debtors’ chapter 11 cases be consolidated for procedural purposes only and administered jointly.
4. The application for retention of PSZY&J as counsel to the Official Committee of Unsecured Creditors (the “Committee”) has been filed with, and approved by, the Court (the “Employment Application”). Through the Employment Application, PSZY&J received authority to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses as is customary for PSZY&J’s practice before this Court.
5. On January 2, 2001, the Court entered the Administrative Order establishing procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in that Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional’s request within twenty (20) days, the applicable professional may submit to the Court a certificate of no objection authorizing the

interim compensation and reimbursement of eighty percent (80%) of the fees requested and 100% of the expenses requested, subject to the filing and approval of interim and final fee applications of the professional.

Compensation Paid and Its Source

6. All Services for which PSZY&J requests compensation were performed for or on behalf of the Committee.

7. PSZY&J has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZY&J and any other person other than the shareholders of PSZY&J for the sharing of compensation to be received for services rendered in these cases. PSZY&J received no retainer for the services rendered in these cases.

Fee Statements

8. The fee statement for the Interim Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney, paraprofessional, and case management assistant during the Interim Period.¹ To the best of PSZY&J's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Administrative Order, and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Delaware Local Rules"). PSZY&J's time reports are initially handwritten or typewritten by the attorney or paralegal performing the described services. The time reports are organized on a

¹ However, some professional time that was spent during the Interim Period will be reflected in a subsequent application, and some professional time that was spent during a period prior to the Interim Period will be reflected in this Application.

daily basis. PSZY&J is particularly sensitive to issues of “lumping,” and unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZY&J’s charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZY&J has reduced its charges related to any non-working “travel time” to 50% of PSZY&J’s standard hourly rate. To the extent it is feasible, PSZY&J attempts to work during travel.

Actual and Necessary Expenses

9. A summary and a detailed listing of actual and necessary expenses incurred by PSZY&J for the Interim Period is attached hereto as part of Exhibit A. PSZY&J customarily charges \$0.15 per page for photocopying expenses related to cases, such as this one, arising in Delaware. PSZY&J’s photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client’s account number into a device attached to the photocopier. PSZY&J summarizes each client’s photocopying charges on a daily basis.

10. PSZY&J charges \$1.00 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile reflects PSZY&J’s calculation of the costs incurred by PSZY&J for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZY&J does not charge for fax receipts in these cases.

11. Regarding providers of on-line legal research (e.g., Lexis and Westlaw), PSZY&J charges the standard usage rates these providers charge for computerized legal research. PSZY&J bills its clients the actual cash charged by such services, with no premium. Any volume discount received by PSZY&J is passed on to the client.

12. PSZY&J believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZY&J believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

13. The shareholders and associates of PSZY&J who have rendered professional services in these cases for which PSZY&J seeks compensation are as follows: James I. Stang, Laura Davis Jones, Ira Kharasch, Hamid R. Rafatjoo and Peter J. Duhig. The paraprofessionals of PSZY&J who provided services to these attorneys in these cases are paralegals Karina K. Yee and Cheryl A. Knotts. The case management assistant is Christine F. Sentman.

14. PSZY&J, by and through the above-named persons, has advised the Committee on a regular basis with respect to various matters in connection with these cases, and performed all necessary professional services which are described and narrated in detail below. PSZY&J's efforts have been particularly extensive due to the size and complexity of Debtors' cases.

Summary of Services by Project

The services rendered by PSZY&J during the Interim Period can be grouped into the categories set forth below. PSZY&J attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. Exhibit A identifies the attorneys, paraprofessionals, and case management assistants who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

A. Asset Analysis/Recovery

Time billed to this category relates to matters regarding Debtors' assets. In that regard, during the Interim Period, PSZY&J spent minimal time conferring with Debtors' counsel regarding potential causes of action which Debtors' estate may have against former shareholders.

Fees: \$118.00 Total hours: .40

B. Asset Disposition

Time billed to this category relates to matters regarding the sale, or other disposition, of Debtors' assets. In that regard, during the Interim Period, PSZY&J, among other things: (1) reviewed, analyzed and addressed issues regarding Debtors' motion for the sale of certain real property; and (2) reviewed and analyzed issues regarding Debtors' sale of surplus assets.

Fees: \$507.00 Total hours: 1.60

C. Case Administration

Time billed to this category relates to administrative matters. In that regard, during the Interim Period, PSZY&J, among other things: (1) communicated with Debtors' professionals regarding the status of the cases and the various motions that have been filed; (2) maintained a current document system and prepared memoranda for members of the Committee alerting them of recent filings; (3) monitored the critical dates arising in these cases and used such information to provide the members of the Committee with calendars of upcoming critical dates; (4) maintained proper service lists and calendars; (5) coordinated the efforts of Committee's professionals to avoid duplication of efforts; (6) traveled to and from Delaware to attend a hearing and traveled to and from Dallas to attend a meeting with the Committee and other professionals; and (7) participated in working group conference calls and conference calls with the members of the Committee regarding the status of the cases and open issues.

Fees: \$9,838.00 Total hours: 38.90

D. Claims Administration/Objections

This category relates to services provided in connection with the administration of claims against Debtors' estates and objections to such claims. During the Interim Period, PSZY&J, among other things: (1) reviewed, analyzed and addressed issues regarding Debtors' reclamation report; and (2) reviewed, analyzed and addressed issues regarding the motion to

approve a settlement agreement with McLane Company.

Fees: \$2,262.00 Total hours: 6.60

E. Compensation of Professionals

This category relates to services provided in connection with the compensation of professionals. During the Interim Period, PSZY&J, among other things: (1) reviewed and revised prebills; (2) reviewed and analyzed fee applications by Debtors' professionals; (3) drafted the first fee application of PSZY&J; (4) drafted the second fee application of PSZY&J; (5) drafted the third fee application of PSZY&J; (6) reviewed, analyzed and addressed issues regarding the fee application of Mahoney Cohen & Company; and (7) reviewed, analyzed and addressed issues regarding reimbursement of committee expenses.

Fees: \$3,688.00 Total hours: 13.80

F. Executory Contracts

This category relates to services provided in connection with the analysis of issues relating to unexpired leases and executory contracts. During the Interim Period, PSZY&J, among other things, reviewed and analyzed issues regarding executory contracts and unexpired leases, and responded to a creditor inquiry regarding same.

Fees: \$236.00 Total hours: .80

G. Financial Filings

Time listed in this category relates to services provided in connection with Debtors' monthly operating reports. During the Interim Period, PSZY&J reviewed and analyzed

issues relating to the monthly operating reports filed by Debtors, and addressed issues relating to same.

Fees: \$241.00 Total hours: 1.00

H. Financing

Time listed in this category relates to services provided in connection with financing issues. During the Interim Period, PSZY&J reviewed, analyzed and addressed issues relating to Debtors' motion for use of cash collateral.

Fees: \$1,636.00 Total hours: 5.20

I. Operations

Time listed in this category relates to services provided in connection with operational issues. During the Interim Period, PSZY&J, among other things, reviewed and analyzed the report by Committee's financial advisors regarding Debtors' business operations and met with the Committee members with respect to the same.

Fees: \$8,544.50; Total hours: 24.10

J. Retention of Professionals

This category relates to services provided in connection with obtaining approval of various professionals' employment. During the Interim Period, PSZY&J, among other things, addressed issues regarding the application to employ PSZY&J.

Fees: \$244.00; Total hours: 1.20

Valuation of Services

Attorneys, paraprofessionals, and case management assistants of PSZY&J expended a total of 93.60 hours in connection with these cases during the Interim Period, as follows:

Name of Professional Individual	Hourly Billing Rate (Including Changes)	Total Hours Billed ²	Total Compensation
James I. Stang	\$470.00	12.90	\$ 6,063.00
Laura Davis Jones	\$455.00	1.10	\$ 500.50
Ira D. Kharasch	\$445.00	.60	\$ 267.00
Hamid R. Rafatjoo	\$295.00	64.80	\$19,116.00
Peter J. Duhig	\$195.00	1.00	\$ 195.00
Karina K. Yee	\$115.00	8.70	\$ 1,000.50
Cheryl A. Knotts	\$105.00	.50	\$ 52.50
Christine F. Sentman	\$ 30.00	4.00	\$ 120.00

Grand Total \$27,314.50

Blended Rate \$291.82

The nature of work performed by these persons is fully set forth in Exhibit A attached hereto. These are PSZY&J's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZY&J to Debtors during the Interim Period is \$27,314.50.

15. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZY&J is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable

² Some professional time that was spent during the Interim Period will be reflected in a subsequent application, and some professional time that was spent during a period prior to the Interim Period will be reflected in this Application.

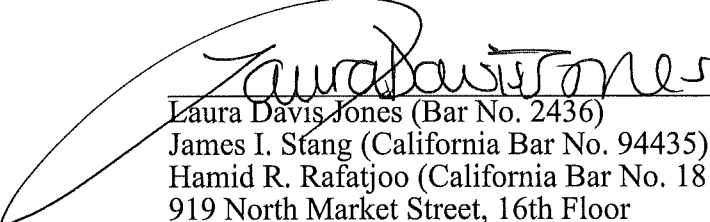
services other than in a case under this title. Moreover, PSZY&J has reviewed the requirements of the Delaware Local Rules and believes that this Application complies with such rules.

WHEREFORE, PSZY&J respectfully requests that the Court approve, for the period April 1, 2001 through April 30, 2001, the sum of \$27,314.50 as compensation for necessary professional services rendered, and the sum of \$5,352.89 for reimbursement of actual necessary costs and expenses, for a total of \$32,667.39, that such sums be authorized for payment pursuant to the Administrative Order to PSZY&J, and for such other and further relief as this Court may deem just and proper.

Wilmington, Delaware

Dated: July 9, 2001

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



Laura Davis Jones (Bar No. 2436)

James I. Stang (California Bar No. 94435)

Hamid R. Rafatjoo (California Bar No. 181564)

919 North Market Street, 16th Floor

P.O. Box 8705

Wilmington, Delaware 19899-8705 (Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

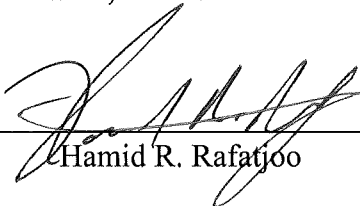
Attorneys for the Official Committee of Unsecured Creditors

VERIFICATION

STATE OF DELAWARE :
:
COUNTY OF NEW CASTLE :

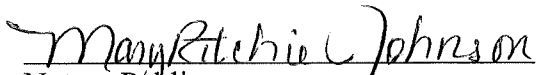
Hamid R. Rafatjoo, after being duly sworn according to law, deposes and says:

- a) I am an associate with the applicant law firm Pachulski, Stang, Ziehl, Young & Jones P.C., and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Pachulski, Stang, Ziehl, Young & Jones P.C. as counsel to the Committee and am thoroughly familiar with the other work performed on behalf of the Committee by the lawyers and paraprofessionals of PSZY&J.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



Hamid R. Rafatjoo

SWORN AND SUBSCRIBED
before me this 9th day of July, 2001.



Notary Public
My Commission Expires: 9-12-02

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

919 North Market Street
16th Floor
Wilmington, DE 19801

April 30, 2001

Invoice Number **47573** **19465 00001** **LDJ**

Everyday Convenience Store
55 North IH-35
Suite 210
Attn: Kathleen Callahan
Austin, TX 78702

Balance forward as of last invoice, dated: March 31, 2001 \$70,408.39

Net balance forward \$70,408.39

Re: Devon Convenience Holdings, Inc

Statement of Professional Services Rendered Through 04/30/2001

			Hours	Rate	Amount
ASSET ANALYSIS/RECOVERY[B120]					
04/24/01	HRR	Telephone conference with K. Crane regarding claim against Debtors' prior shareholders.	0.40	295.00	\$118.00
Task Code Total			0.40		\$118.00
ASSET DISPOSITION [B130]					
04/05/01	HRR	Review and analyze contract for sale of real property.	0.20	295.00	\$59.00
04/09/01	HRR	Draft email to J. Stang and H. Serrano regarding sale of B-4 Collateral package.	0.20	295.00	\$59.00
04/10/01	HRR	Review, analyze and respond to email from H. Serrano regarding sale of B-4 collateral.	0.20	295.00	\$59.00
04/11/01	HRR	Review and analyze email from C. Wolfe regarding sale of surplus assets.	0.10	295.00	\$29.50
04/12/01	HRR	Review and analyze email from J. Stang regarding sale of assets.	0.10	295.00	\$29.50
04/12/01	HRR	Review and analyze notice of sale of surplus assets.	0.20	295.00	\$59.00
04/20/01	JIS	Review file for information regarding potential buyer.	0.20	470.00	\$94.00
04/30/01	HRR	Review and analyze motion for the sale of real property.	0.40	295.00	\$118.00
Task Code Total			1.60		\$507.00
CASE ADMINISTRATION [B110]					
04/02/01	HRR	Review and analyze email from H. Serrano regarding status of the case.	0.10	295.00	\$29.50
04/02/01	HRR	Review and analyze email from B. Ryniker regarding status of the case.	0.10	295.00	\$29.50

Invoice number 47573

1946 00001

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04/02/01	PJD	Message from Hamid R. Rafatjoo re: coverage of May 14 hearing	0.10	195.00	\$19.50
04/02/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.20	115.00	\$23.00
04/02/01	KKY	Update critical dates memorandum	0.20	115.00	\$23.00
04/03/01	HRR	Review and analyze email from B. Ryniker regarding documents needed.	0.10	295.00	\$29.50
04/04/01	HRR	Telephone conference with J. Stang regarding status of the case and open issues.	0.30	295.00	\$88.50
04/04/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
04/04/01	KKY	Update critical dates memorandum	0.30	115.00	\$34.50
04/04/01	KKY	Update 2002 service list	0.10	115.00	\$11.50
04/04/01	KKY	Review and update docket	0.30	115.00	\$34.50
04/05/01	HRR	Conference with J. Stang regarding open issues.	0.20	295.00	\$59.00
04/05/01	HRR	Review and analyze memo regarding paperflow (.10); and Address issues regarding same (.30).	0.40	295.00	\$118.00
04/05/01	HRR	Telephone conference with H. Serrano regarding status of report.	0.20	295.00	\$59.00
04/05/01	HRR	Conference with J. Stang regarding pending motions (.50); and Telephone conference with L. Jones and J. Stang regarding case (.10).	0.60	295.00	\$177.00
04/05/01	JIS	Meeting with H. Rafatjoo re case status and pending motions	0.50	470.00	\$235.00
04/05/01	KKY	Review and update docket	0.20	115.00	\$23.00
04/05/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
04/05/01	LDJ	Telephone conference with Jim Stang, Esq.; Hamid Rafatjoo, Esq. re; pending motions; overall case status	0.50	455.00	\$227.50
04/06/01	KKY	Update and circulate critical dates memorandum	0.30	115.00	\$34.50
04/06/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
04/06/01	KKY	Review and update docket	0.10	115.00	\$11.50
04/09/01	HRR	Review and analyze memo regarding paperflow.	0.10	295.00	\$29.50
04/09/01	HRR	Review, analyze and respond to email from H. Serrano regarding status of the case.	0.20	295.00	\$59.00
04/09/01	HRR	Telephone conference with P. Landsberg regarding status of the case and open issues (.10); Address issues regarding same (.20); and Draft email to J. Stang regarding same (.10).	0.40	295.00	\$118.00
04/09/01	HRR	Draft email to committee members regarding conference call.	0.10	295.00	\$29.50
04/09/01	HRR	Draft email to K. Yee regarding critical dates memo.	0.10	295.00	\$29.50
04/09/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
04/09/01	KKY	Update critical dates memorandum	0.60	115.00	\$69.00
04/10/01	HRR	Review and analyze emails from H. Serrano regarding conference call and status of the case (.20); and Telephone conference with H. Serrano regarding same (.10).	0.30	295.00	\$88.50
04/10/01	HRR	Review, analyze and address issues regarding paperflow.	0.30	295.00	\$88.50
04/10/01	HRR	Review, analyze and address issues regarding critical dates memo.	0.40	295.00	\$118.00
04/10/01	HRR	Review and analyze emails regarding conference call.	0.20	295.00	\$59.00
04/10/01	HRR	Telephone conference with J. Carr regarding conference call.	0.10	295.00	\$29.50
04/10/01	HRR	Telephone conference with N. Mayes regarding conference call.	0.20	295.00	\$59.00
04/10/01	HRR	Telephone conference with N. Mayes regarding conference call (.20); and Telephone conference with H. Serano regarding same (.10).	0.30	295.00	\$88.50
04/10/01	HRR	Review and analyze pending motions (1.5); and Draft	2.30	295.00	\$678.50

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		email to Committee regarding same (.80).			
04/10/01	KKY	Review and update docket	0.10	115.00	\$11.50
04/10/01	LDJ	Correspondence with Hamid Rafatjoo, Esq. re: pending motions; open issues and strategy	0.30	455.00	\$136.50
04/11/01	HRR	Review and analyze email from H. Serrano regarding open issues.	0.10	295.00	\$29.50
04/11/01	HRR	Review and analyze emails regarding conference call.	0.10	295.00	\$29.50
04/11/01	HRR	Prepare for conference call with committee members (.60); and Participate in conference call with Committee members, H. Serrano, and J. Stang regarding pending motions and status of the case (1.10).	1.70	295.00	\$501.50
04/11/01	JIS	Conference call with Committee on pending motions/objections.	0.60	470.00	\$282.00
04/12/01	HRR	Review, analyze and respond to email from S. McRee regarding result of the conference call.	0.10	295.00	\$29.50
04/12/01	KKY	Review and update docket	0.10	115.00	\$11.50
04/13/01	KKY	Review and update docket	0.10	115.00	\$11.50
04/13/01	KKY	Update and circulate critical dates memorandum	0.20	115.00	\$23.00
04/13/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.20	115.00	\$23.00
04/16/01	HRR	Review, analyze and address issues regarding paperflow.	0.30	295.00	\$88.50
04/16/01	HRR	Telephone conference with P. Landsberg regarding open issues (.10); and Conference with J. Stang regarding same (.10).	0.20	295.00	\$59.00
04/16/01	HRR	Draft email to P. Landsberg regarding meeting in Dallas.	0.10	295.00	\$29.50
04/16/01	HRR	Review and analyze email from B. Ryniker regarding documents requested.	0.10	295.00	\$29.50
04/16/01	HRR	Telephone conference with J. Suver regarding status of the case.	0.20	295.00	\$59.00
04/16/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
04/17/01	HRR	Telephone conference with P. Landsberg regarding open issues.	0.20	295.00	\$59.00
04/17/01	HRR	Review, analyze and respond to email from K. Foster regarding conference call (.10); and Review, analyze and respond to email from A. Wentz regarding conference call (.10).	0.20	295.00	\$59.00
04/17/01	HRR	Telephone conference with B. Ryniker regarding status of the case.	0.10	295.00	\$29.50
04/18/01	HRR	Review and analyze agenda letter for hearing.	0.20	295.00	\$59.00
04/18/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
04/18/01	KKY	Update and circulate critical dates memorandum	0.20	115.00	\$23.00
04/18/01	KKY	Review and update docket	0.10	115.00	\$11.50
04/18/01	CFS	Prepare hearing notebook .	4.00	30.00	\$120.00
04/18/01	CAK	Met with Karina re: Status of case	0.10	105.00	\$10.50
04/19/01	HRR	Travel from California to Delaware (Billed at 1/2 time).	6.50	295.00	\$1,917.50
04/20/01	HRR	Conference with P. Duhig regarding hearing.	0.10	295.00	\$29.50
04/20/01	HRR	Telephone conference with J. Stang regarding result of hearing.	0.20	295.00	\$59.00
04/20/01	HRR	Telephone conference with J. Stang regarding status of the case, open issues, and meeting with committee.	0.50	295.00	\$147.50
04/20/01	HRR	Prepare for hearing (.30); and Attend hearing (.50).	0.80	295.00	\$236.00
04/20/01	PJD	Attend omnibus hearing	0.50	195.00	\$97.50
04/20/01	PJD	Message from Hamid R. Rafatjoo re: today's hearing	0.10	195.00	\$19.50
04/20/01	PJD	Review and consider agenda letter	0.20	195.00	\$39.00
04/20/01	PJD	Conference with Hamid R. Rafatjoo re: coverage for today's hearing	0.10	195.00	\$19.50
04/20/01	JIS	Telephone conference w/ Hamid R. Rafatjoo regarding outcome of hearings.	0.20	470.00	\$94.00

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04/20/01	JIS	Telephone conference with Hamid R. Rafatjoo regarding meeting agenda for Official Creditors Committee 4.24 mtg.	0.60	470.00	\$282.00
04/22/01	HRR	Review and analyze critical dates memo.	0.10	295.00	\$29.50
04/22/01	HRR	Draft email to K. Yee regarding results of hearing.	0.10	295.00	\$29.50
04/23/01	HRR	Review and analyze critical dates memo (.10); and Address issues regarding paperflow. (.20).	0.30	295.00	\$88.50
04/23/01	JIS	Telephone conference with Hamid R. Rafatjoo regarding meeting agenda	0.20	470.00	\$94.00
04/23/01	HRR	Travel from Delaware to Dallas to attend meeting with committee (Billed at 1/2 time).	2.35	295.00	\$693.25
04/24/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
04/24/01	KKY	Update critical dates memorandum	0.10	115.00	\$11.50
04/24/01	KKY	Review and update docket	0.10	115.00	\$11.50
04/24/01	HRR	Travel from Dallas to California (Billed at 1/2 time).	2.35	295.00	\$693.25
04/25/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
04/26/01	HRR	Review and analyze email regarding status of the case.	0.10	295.00	\$29.50
04/27/01	KKY	Update and circulate critical dates memorandum	0.10	115.00	\$11.50
04/27/01	KKY	Review daily correspondence and pleadings and circulate to appropriate individuals	0.10	115.00	\$11.50
04/29/01	HRR	Review and analyze files and paperflow.	0.70	295.00	\$206.50
04/30/01	KKY	Review daily pleadings and correspondence and circulate to appropriate individuals	0.20	115.00	\$23.00
04/30/01	KKY	Update 2002 service list	0.10	115.00	\$11.50
04/30/01	KKY	Update critical dates memorandum	0.20	115.00	\$23.00
04/30/01	KKY	Review and update docket	0.20	115.00	\$23.00
04/30/01	KKY	Telephone conference with Parcels re: document retrieval	0.10	115.00	\$11.50
04/30/01	HRR	Review, analyze and address issues regarding paperflow.	0.80	295.00	\$236.00
04/30/01	HRR	Conference with J. Stang regarding status of the case.	0.10	295.00	\$29.50

Task Code Total**38.90****\$9,838.00****CLAIMS ADMIN/OBJECTIONS [B310]**

04/02/01	HRR	Review and analyze email from J. Stang regarding reclamation claims.	0.10	295.00	\$29.50
04/05/01	HRR	Review and analyze notice of settlement with McLane Enterprises (.10); and Review and analyze issues regarding same (.20).	0.30	295.00	\$88.50
04/05/01	HRR	Telephone conference with C. Wolfe regarding reclamation report.	0.10	295.00	\$29.50
04/05/01	HRR	Draft email to C. Wolfe regarding reclamation reports (.10); and Review and analyze reponse thereto (.10).	0.20	295.00	\$59.00
04/06/01	HRR	Draft email to C. Wolfe regarding reclamation claims.	0.10	295.00	\$29.50
04/09/01	HRR	Review and analyze McLane's reclamation claim.	0.20	295.00	\$59.00
04/11/01	HRR	Draft email to J. Stang regarding reclamation claim issues.	0.20	295.00	\$59.00
04/11/01	HRR	Telephone conference with J. Stang regarding reclamation claims.	0.10	295.00	\$29.50
04/11/01	HRR	Telephone conference with P. Landsberg regarding reclamation reports.	0.20	295.00	\$59.00
04/12/01	HRR	Review and analyze email regarding reclamation reports.	0.10	295.00	\$29.50
04/16/01	HRR	Telephone conference with P. Landsberg and H. Serrano regarding reclamation reports.	0.40	295.00	\$118.00
04/16/01	HRR	Telephone conference with H. Serrano regarding reclamation claims.	0.20	295.00	\$59.00
04/16/01	HRR	Telephone conference with N. Mayes regarding reclamation claims.	0.20	295.00	\$59.00
04/16/01	HRR	Conference with J. Stang regarding reclamation claims.	0.10	295.00	\$29.50
04/16/01	JIS	Office conference with H. Rafatjoo re McClane reclamation	0.10	470.00	\$47.00

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		settlement.			
04/17/01	JIS	Office conference with with Hamid R. Rafatjoo regarding McClane settlement motion.	0.70	470.00	\$329.00
04/17/01	JIS	Conference call with Official Creditors Committee regarding McLane settlement motion.	1.00	470.00	\$470.00
04/17/01	HRR	Telephone conference with L. Jones regarding reclamation reports.	0.10	295.00	\$29.50
04/17/01	HRR	Telephone conference with H. Serrano and B. Ryniker regarding reclamation issues.	0.20	295.00	\$59.00
04/17/01	HRR	Conference with J. Stang regarding reclamation issues (.30); and Telephone conference with J. Stang and P. Landsberg regarding same (.70).	1.00	295.00	\$295.00
04/17/01	HRR	Telephone conference with committee, H. Serrano, and J. Stang regarding reclamation issues.	0.60	295.00	\$177.00
04/19/01	HRR	Telephone conference with N. Mayes regarding reclamation report (.20); and Telephone conference with J. Stang regarding same (.10).	0.30	295.00	\$88.50
04/30/01	HRR	Telephone conference with P. Landsberg regarding administrative claim of McLane.	0.10	295.00	\$29.50

Task Code Total**6.60****\$2,262.00****COMPENSATION PROF. [B160]**

04/02/01	JIS	Telephone conference with H. Rafatjoo re January 2001 billing and follow up with accounting staff.	0.20	470.00	\$94.00
04/02/01	IDK	Emails to Hamid Rafatjoo regarding order and fee application timing.	0.20	445.00	\$89.00
04/02/01	HRR	Review, analyze and respond to emails from I. Kharasch regarding fee application (.10).	0.40	295.00	\$118.00
04/05/01	HRR	Draft email to I. Kharasch regarding fee applications.	0.10	295.00	\$29.50
04/05/01	KKY	Create fee application chart	0.20	115.00	\$23.00
04/06/01	HRR	Review and analyze email from I. Kharasch regarding fee applications.	0.10	295.00	\$29.50
04/09/01	HRR	Review, analyze and address issues regarding compensation of professionals.	0.30	295.00	\$88.50
04/09/01	HRR	Review and analyze email regarding fee applications.	0.10	295.00	\$29.50
04/10/01	HRR	Review, analyze and respond to email from I. Kharasch regarding fee applications.	0.10	295.00	\$29.50
04/10/01	HRR	Telephone call from C. Lhulier regarding committee fee reimbursement request (.10); Telephone conference with J. Jeffries regarding same (.10); and Draft email to K. Yee regarding same (.10).	0.30	295.00	\$88.50
04/10/01	HRR	Draft email to P. Landsberg regarding reimbursement of committee expenses.	0.10	295.00	\$29.50
04/12/01	KKY	Circulate fee application chart	0.10	115.00	\$11.50
04/16/01	HRR	Review and analyze fee application by Mahoney Cohen.	0.50	295.00	\$147.50
04/16/01	HRR	Telephone conference with K. Yee regarding Mahoney Cohen's fee application.	0.10	295.00	\$29.50
04/16/01	KKY	Fax to Nancy Pachter in LA office re: Committee Member fee application	0.10	115.00	\$11.50
04/16/01	KKY	Telephone conference with Hernan Serrano re: fee application	0.10	115.00	\$11.50
04/16/01	KKY	Telephone conference with Hamid R. Rafatjoo re: Mahoney fee application	0.10	115.00	\$11.50
04/16/01	KKY	Draft Affidavit of Service for Mahoney Cohen First Monthly Interim Application for Compensation and Reimbursement of Expenses	0.10	115.00	\$11.50
04/16/01	KKY	Draft Notice for Mahoney Cohen First Monthly Interim Application for Compensation and Reimbursement of	0.20	115.00	\$23.00

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Expenses

04/16/01	KKY	Draft Certification of No Objection to Committee Member First Monthly Application for Reimbursement of Expenses for Period December 11, 2000 through January 11, 2001	0.20	115.00	\$23.00
04/16/01	KKY	Draft Affidavit of Service for Certification of No Objection to Committee Member First Monthly Application for Reimbursement of Expenses for Period December 11, 2000 through January 11, 2001	0.10	115.00	\$11.50
04/17/01	HRR	Telephone conference with K. Yee regarding compensation of committee members.	0.10	295.00	\$29.50
04/17/01	HRR	Review and analyze email from K. Yee regarding Mahoney Cohen's fee application.	0.10	295.00	\$29.50
04/18/01	HRR	Telephone conference with P. Landsberg regarding committee member expense reimbursement (.10); and Draft email regarding same (.10).	0.20	295.00	\$59.00
04/18/01	KKY	Draft Summary Coversheet to Mahoney Cohen First Monthly Interim Application for Compensation and Reimbursement of Expenses.	0.30	115.00	\$34.50
04/18/01	KKY	E-mail draft Summary Coversheet to Mahoney Cohen First Monthly Interim Application for Compensation and Reimbursement of Expenses and Notice to Hamid R. Rafatjoo	0.10	115.00	\$11.50
04/20/01	HRR	Conference with I. Kharasch regarding fee applications (.10); and Conference with M. Johnson regarding same (.10).	0.20	295.00	\$59.00
04/22/01	HRR	Draft January fee application.	0.90	295.00	\$265.50
04/22/01	HRR	Draft February fee application.	1.50	295.00	\$442.50
04/22/01	HRR	Draft March fee application.	1.70	295.00	\$501.50
04/23/01	IDK	Emails and telephone conference with Hamid Rafatjoo and MaryRitchie Johnson regarding fee application status.	0.20	445.00	\$89.00
04/24/01	CAK	Prepare for filing and service of certification of no objection docket no. 294	0.30	105.00	\$31.50
04/24/01	CAK	Revise certification of no objection docket no. 294	0.10	105.00	\$10.50
04/25/01	KKY	Draft Amended Certification of No Objection to First Monthly Interim Application of Committee Members for Reimbursement of Expenses for December 11, 2000 through January 11, 2001	0.20	115.00	\$23.00
04/25/01	KKY	Update fee application chart	0.10	115.00	\$11.50
04/25/01	KKY	File and serve Amended Certification of No Objection to First Monthly Interim Application of Committee Members for Reimbursement of Expenses for December 11, 2000 through January 11, 2001	0.30	115.00	\$34.50
04/25/01	KKY	Draft and file Affidavit of Service for Amended Certification of No Objection to First Monthly Interim Application of Committee Members for Reimbursement of Expenses for December 11, 2000 through January 11, 2001	0.20	115.00	\$23.00
04/27/01	HRR	Review and analyze first fee application.	0.40	295.00	\$118.00
04/27/01	HRR	Review and analyze second fee application.	0.40	295.00	\$118.00
04/27/01	HRR	Review and analyze third fee application.	0.40	295.00	\$118.00
04/30/01	IDK	Emails to Hamid Rafatjoo and MaryRitchie Johnson regarding fee application status.	0.20	445.00	\$89.00
04/30/01	HRR	Review and analyze fee application of Deloitte & Touche (.20); and Draft email to P. Landsberg regarding same (.10).	0.30	295.00	\$88.50
04/30/01	HRR	Telephone conference with M. Johnson regarding filing of fee applications (.10); and Draft email regarding same (.10).	0.20	295.00	\$59.00
04/30/01	HRR	Review and analyze fourth fee application of Sidley & Austin.	0.20	295.00	\$59.00
04/30/01	HRR	Revise first fee application (.50); Revise second fee	1.50	295.00	\$442.50

application (.50); and Revise third fee application (.50).

Task Code Total	13.80	\$3,688.00
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EXECUTORY CONTRACTS [B185]

04/02/01	HRR	Review and analyze email from J. Stang regarding executory contracts.	0.10	295.00	\$29.50
04/05/01	HRR	Review and analyze proposed executory contract with BP.	0.40	295.00	\$118.00
04/27/01	HRR	Telephone conference with Judge Foreman regarding rejection of his unexpired lease.	0.30	295.00	\$88.50

Task Code Total	0.80	\$236.00
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FINANCIAL FILINGS [B110]

04/11/01	KKY	Telephone conference with Hernan Serrano of Mahoney Cohen & Company re: monthly operating report	0.10	115.00	\$11.50
04/11/01	KKY	Prepare transmittal and dispatch to Hernan Serrano of Mahoney Cohen & Company enclosing monthly operating report for November 20, 2000 - December 31, 2000	0.20	115.00	\$23.00
04/28/01	HRR	Review and analyze monthly operating reports.	0.70	295.00	\$206.50

Task Code Total	1.00	\$241.00
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FINANCING [B230]

04/04/01	JIS	Review cash collateral issues with H.Rafatjoo.	0.10	470.00	\$47.00
04/04/01	JIS	Review cash collateral motion and email message to H.Rafatjoo with comments re same.	0.30	470.00	\$141.00
04/04/01	LDJ	Telephone conference with Hamid Rafatjoo, Esq. re: cash collateral issues	0.20	455.00	\$91.00
04/05/01	HRR	Review and analyze cash collateral motion and related documents.	1.10	295.00	\$324.50
04/09/01	HRR	Review and analyze motion for Bayview prohibiting use of cash collateral.	0.70	295.00	\$206.50
04/10/01	HRR	Telephone conference with P. Landsberg regarding financing motion.	0.10	295.00	\$29.50
04/17/01	HRR	Telephone conference with Ron Horning regarding FFCA transaction.	0.10	295.00	\$29.50
04/18/01	HRR	Review and analyze response to motion of FMAC for adequate protection of cash collateral.	0.50	295.00	\$147.50
04/20/01	HRR	Review and analyze emails regarding cash collateral order (.10); and Review and analyze cash collateral order (.20).	0.30	295.00	\$88.50
04/23/01	HRR	Review and analyze email from J. Stang regarding financing documents.	0.10	295.00	\$29.50
04/29/01	HRR	Review and analyze financing documents.	1.50	295.00	\$442.50
04/30/01	HRR	Review and analyze email regarding FFCA financing documents.	0.10	295.00	\$29.50
04/30/01	HRR	Telephone call from and to C. Cartwright regarding financing documents.	0.10	295.00	\$29.50

Task Code Total	5.20	\$1,636.00
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OPERATIONS [B210]

04/10/01	HRR	Telephone conference with H. Serrano regarding report on debtors' operations (.20); and Telephone conference with	0.30	295.00	\$88.50
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		P. Landsberg regarding same (.10).			
04/11/01	HRR	Telephone conference with H. Serrano regarding report on debtors' operations.	0.20	295.00	\$59.00
04/12/01	JIS	Review of MC draft presentation.	1.30	470.00	\$611.00
04/12/01	JIS	Review MC draft report.	1.50	470.00	\$705.00
04/15/01	HRR	Review and analyze report regarding debtors' operations.	1.50	295.00	\$442.50
04/16/01	HRR	Review and analyze report prepared by Mahoney Cohen regarding debtors' operations.	1.60	295.00	\$472.00
04/16/01	HRR	Conference with J. Stang regarding information book prepared by Mahoney Cohen.	1.10	295.00	\$324.50
04/16/01	JIS	Review MC report with H.Rafatjoo	1.10	470.00	\$517.00
04/17/01	HRR	Prepare for conference call (.50); and Telephone conference with H. Serrano and B. Ryniker regarding report on Debtors' operations (1.30).	1.80	295.00	\$531.00
04/20/01	HRR	Review and analyze report on debtors' operations.	1.00	295.00	\$295.00
04/20/01	JIS	Telephone conference with H.Serrano regarding report and agenda for Official Creditors Committee meeting.	1.10	470.00	\$517.00
04/23/01	HRR	Telephone conference with H. Serrano regarding meeting with Committee regarding debtors' operations (.20); and Telephone conference with J. Stang regarding same (.20).	0.40	295.00	\$118.00
04/23/01	HRR	Review and analyze report on Debtors' operations.	2.00	295.00	\$590.00
04/24/01	HRR	Conference with H. Serrano, J. Sutton and B. Ryniker regarding Debtors' operations.	1.50	295.00	\$442.50
04/24/01	HRR	Conference with Committee, Mahoney Cohen, and J. Stang regarding Debtors' operations and report regarding same.	4.50	295.00	\$1,327.50
04/24/01	JIS	Conference call with Official Creditors Committee re financial advisor report re re: debtors' operations.	3.20	470.00	\$1,504.00

Task Code Total	24.10	\$8,544.50
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RETENTION OF PROF. [B160]

04/04/01	HRR	Telephone conference with L. Jones regarding certification of counsel (.10); and Address issues regarding same (.20).	0.30	295.00	\$88.50
04/05/01	HRR	Telephone conference with K. Yee regarding order approving retention application.	0.10	295.00	\$29.50
04/05/01	KKY	Telephone conference with Hamid R. Rafatjoo re: Pachulski employee application	0.10	115.00	\$11.50
04/05/01	KKY	Draft and file Affidavit of Service for Certification of Counsel attaching Amended Order to employ and retain Pachulski as counsel to the Official Committee of Unsecured Creditors	0.20	115.00	\$23.00
04/05/01	KKY	File and serve Certification of Counsel attaching Amended Order to employ and retain Pachulski as counsel to the Official Committee of Unsecured Creditors	0.30	115.00	\$34.50
04/05/01	LDJ	Review and finalize certification of counsel re: retention of PSZYJ	0.10	455.00	\$45.50
04/09/01	KKY	Fax signed order granting retention of Mahoney Cohen to Hernan Serrano	0.10	115.00	\$11.50

Task Code Total	1.20	\$244.00
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Total professional services:	93.60	\$27,314.50
Costs Advanced:		

04/02/2001	RE	Reproduction Expense. [E101]	\$0.54
04/02/2001	RE	Reproduction Expense. [E101]	\$18.60
04/03/2001	FX	Fax Transmittal. [E104]	\$30.00
04/04/2001	PO	Postage [E108]	\$24.90

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04/05/2001	RE	Reproduction Expense. [E101]	\$5.20
04/05/2001	RE	Reproduction Expense. [E101]	\$36.00
04/05/2001	RE	Reproduction Expense. [E101]	\$4.00
04/06/2001	FX3	FX-(CORR.3 @ 1.00 PER PG) [E104]	\$3.00
04/06/2001	FX3	FX-(CORR. 3 @ 1.00 PER PG) [E104]	\$3.00
04/07/2001	DC	Delivery/ Courier Service-Tristate [E107]	\$82.50
04/09/2001	RE	Reproduction Expense. [E101]	\$8.40
04/09/2001	RE	Reproduction Expense. [E101]	\$2.80
04/09/2001	RE	Reproduction Expense. [E101]	\$1.60
04/09/2001	RE	Reproduction Expense. [E101]	\$79.60
04/10/2001	RE	Reproduction Expense. [E101]	\$8.40
04/11/2001	CC	Conference Call--AT&T Conference Call [E105]	\$167.40
04/11/2001	CC	Conference Call--AT&T [E105]	\$167.40
04/11/2001	FE	Federal Express [E108]	\$14.74
04/11/2001	PO	Postage [E108]	\$4.95
04/11/2001	RE	Reproduction Expense. [E101]	\$139.65
04/11/2001	RE	Reproduction Expense. [E101]	\$2.40
04/12/2001	FE	Federal Express [E108]	\$12.92
04/13/2001	RE	Reproduction Expense. [E101]	\$6.00
04/13/2001	RE	Reproduction Expense. [E101]	\$57.30
04/16/2001	BM	Business Meal [E111]	\$4.59
04/16/2001	FX	Fax Transmittal. [E104]	\$41.00
04/16/2001	RE	Reproduction Expense. [E101]	\$1.20
04/17/2001	BM	Business Meal- Johnnie's New York Pizzeria -(HRR) [E111]	\$13.82
04/17/2001	CC	Conference Call--AT&T Conference Call [E105]	\$123.17
04/17/2001	CC	Conference Call-AT&T [E105]	\$123.17
04/17/2001	RE	Reproduction Expense. [E101]	\$4.95
04/17/2001	RE	Reproduction Expense. [E101]	\$0.90
04/17/2001	TE	Travel Expense- Amazing Destination (HRR) [E110]	\$2,491.00
04/18/2001	FX	Fax Transmittal. [E104]	\$2.00
04/18/2001	RE	Reproduction Expense. [E101]	\$76.80
04/18/2001	RE	Reproduction Expense. [E101]	\$2.70
04/18/2001	RE	Reproduction Expense. [E101]	\$3.06
04/18/2001	RE	Reproduction Expense. [E101]	\$0.75
04/19/2001	RE	Reproduction Expense. [E101]	\$1.05
04/19/2001	RE	Reproduction Expense. [E101]	\$1.05
04/19/2001	RE	Reproduction Expense. [E101]	\$4.50
04/19/2001	RE	Reproduction Expense. [E101]	\$4.95
04/19/2001	TE	Travel Expense- AMS/Pacific (HRR) [E110]	\$180.00
04/20/2001	DC	Delivery/ Courier Service [E107]	\$21.84
04/20/2001	RE	Reproduction Expense. [E101]	\$1.65
04/22/2001	DC	Parcel/Delivery/ Courier Service [E107]	\$2.50
04/23/2001	FX	Fax Transmittal. [E104]	\$15.00
04/23/2001	RE	Reproduction Expense. [E101]	\$15.60
04/24/2001	HT	Hotel Expense- Hyatt Regency (HRR) [E110]	\$214.23
04/24/2001	HT	Hotel Expense- Hotel Dupont (HRR) [E110]	\$977.31
04/24/2001	RE	Reproduction Expense. [E101]	\$0.45
04/24/2001	RE	Reproduction Expense. [E101]	\$23.85
04/24/2001	RE	Reproduction Expense. [E101]	\$31.20
04/24/2001	RE	Reproduction Expense. [E101]	\$1.20
04/24/2001	RE	Reproduction Expense. [E101]	\$2.10
04/25/2001	PO	Postage [E108]	\$1.10
04/25/2001	RE	Reproduction Expense. [E101]	\$5.40
04/25/2001	RE	Reproduction Expense. [E101]	\$1.20
04/25/2001	RE	Reproduction Expense. [E101]	\$3.75
04/26/2001	RE	Reproduction Expense. [E101]	\$0.90
04/27/2001	RE	Reproduction Expense. [E101]	\$10.80
04/28/2001	PAR	Parcels- Attorney/Messenger Service [E107]	\$0.00
04/30/2001	FX	Fax Transmittal. [E104]	\$34.00
04/30/2001	RE	Reproduction Expense. [E101]	\$10.20

04/30/2001	RE	Reproduction Expense. [E101]	\$10.20
04/30/2001	RE	Reproduction Expense. [E101]	\$0.45
04/30/2001	RE	Reproduction Expense. [E101]	\$6.00

Total Expenses: **\$5,352.89**

Summary:

Total professional services	\$27,314.50
Total expenses	\$5,352.89

Net current charges	\$32,667.39
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Net balance forward	\$70,408.39
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Total balance now due	\$103,075.78
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Billing Summary

CAK	Knotts, Cheryl A.	0.50	\$105.00	\$52.50
CFS	Sentman, Christine F.	4.00	\$30.00	\$120.00
HRR	Rafatjoo, Hamid R.	64.80	\$295.00	\$19,116.00
IDK	Kharasch, Ira D.	0.60	\$445.00	\$267.00
JIS	Stang, James I.	12.90	\$470.00	\$6,063.00
KKY	Yee, Karina K.	8.70	\$115.00	\$1,000.50
LDJ	Jones, Laura Davis	1.10	\$455.00	\$500.50
PJD	Duhig, Peter J.	1.00	\$195.00	\$195.00
		<hr/>		
		93.60		\$27,314.50

Task Code Summary

		Hours	Amount
AA	ASSET ANALYSIS/RECOVERY [B120]	0.40	\$118.00
AD	ASSET DISPOSITION [B130]	1.60	\$507.00
CA	CASE ADMINISTRATION [B110]	38.90	\$9,838.00
CO	CLAIMS ADMIN/OBJECTIONS [B310]	6.60	\$2,262.00
CP	COMPENSATION PROF. [B160]	13.80	\$3,688.00
EC	EXECUTORY CONTRACTS [B185]	0.80	\$236.00
FF	FINANCIAL FILINGS [B110]	1.00	\$241.00
FN	FINANCING [B230]	5.20	\$1,636.00
OP	OPERATIONS [B210]	24.10	\$8,544.50
RP	RETENTION OF PROF. [B160]	1.20	\$244.00
		<hr/>	
		93.60	\$27,314.50

Invoice number 47573 194(00001

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Expense Code Summary

Working Mealsl [E1	\$18.41
Conference Call [E105]	\$581.14
Delivery/Courier Service	\$106.84
Federal Express [E108]	\$27.66
Fax Transmittal. [E104]	\$122.00
FX-(CORR. 1 @ 1.00 PER PG) [E1	\$6.00
Hotel Expense [E110]	\$1,191.54
Postage [E108]	\$30.95
Reproduction Expense. [E101]	\$597.35
Travel Expense [E110]	<u>\$2,671.00</u>

\$5,352.89

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

DEVON CONVENIENCE HOLDINGS,
INC., et al.,

Debtors.

)
)
)
)
)
)
)

Chapter 11

Case No. 00-4297 (PJW)
(Jointly Administered)

AFFIDAVIT OF SERVICE

STATE OF DELAWARE)

COUNTY OF NEW CASTLE)

SS:

Karina Yee, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C. and that on the 10th day of July, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

NOTICE OF FILING OF FEE APPLICATION

FOURTH MONTHLY APPLICATION OF PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C. FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE FOR THE PERIOD APRIL 1, 2001 THROUGH APRIL 30, 2001

VERIFICATION OF HAMID R. RAFATJOO

Dated: July 10, 2001

Karina Yee
Karina Yee

Sworn to and subscribed before
me this 10th day of July, 2001

Danessa A. Preston

Notary Public

My Commission Expires: 03-21-02

Duke and Long Fee Application Service List

Case No. 00-04297 (PJW)

July 10, 2001

Doc. #19315

02 – Hand Delivery

04 – First Class Mail

Hand Delivery

(Counsel to Debtors)

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(Debtors)

Bill Haegle

Chief Financial Officer

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Kathleen Callahan

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